



KPB Nidhi Ltd.

Approved by Govt. of India . ESTD 1989 . CIN: U65991KL1989PLC005448

Registered Office: KPBF Madir, Sangeetha Sabha Road, Aluva - 683 101, Kerala
Phone: 04842922000, 2922060, Email: headoffice@kpbnidhi.com, Website: www.kpbnidhi.com

NOTICE

Notice is hereby given that 30th (Thirtieth) Annual General Meeting of the members of **M/s. KPB Nidhi Limited** will be held at 3rd Floor, **Keshavasmrithi**, Chithra Lane, Bank Road, Aluva - 683 101 at 3.30 PM on 18.09.2019 (Wednesday) to transacts the following business:

A) Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2019 and the Profit and Loss Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri. G. Rajan Nair, (DIN: 00057215) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri. A.R Mohanan, (DIN: 06817818) who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of 2 consecutive Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as a Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board, Sri. Damodharan P (ACA Membership No. 221178) Paravattathu Mana, Urakam P.O., Thrissur - 680 562 and Sri. Vinay N Pisharady (ACA Membership No. 233743) Pothiyil Pisharam, Marampilly P O, Aluva - 683 107 be and are hereby re-appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this 30th Annual General Meeting for a term of two consecutive Years till conclusion of the 32nd Annual General Meeting and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

B) Special Business

5. To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director:
“RESOLVED THAT pursuant to 160 & 161 of the Companies Act, 2013 and any other applicable provision (including any modification or reenactment thereof), if any, of the Companies Act, 2013, Sri. P Rajesh who was appointed as an Additional Director in the meeting of the Board of Directors held on 05.08.2019 and whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the director be and is hereby appointed as director of the Company.”
6. To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director:

“RESOLVED THAT pursuant to 160 & 161 of the Companies Act, 2013 and any other applicable provision (including any modification or reenactment thereof), if any, of the Companies Act, 2013, Sri. Vishnu Prasad B Menon who was appointed as an Additional Director in the meeting of the Board of Directors held on 05.08.2019 and whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the director be and is hereby appointed as director of the Company.”

7. To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director:

“RESOLVED THAT pursuant to 160 & 161 of the Companies Act, 2013 and any other applicable provision (including any modification or reenactment thereof), if any, of the Companies Act, 2013, Sri. K Damodaran who was appointed as an Additional Director in the meeting of the Board of Directors held on 05.08.2019 and whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the director be and is hereby appointed as director of the Company.”

8. To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director:

“RESOLVED THAT pursuant to 160 & 161 of the Companies Act, 2013 and any other applicable provision (including any modification or reenactment thereof), if any, of the Companies Act, 2013, Sri. Vinu Krishnan who was appointed as an Additional Director in the meeting of the Board of Directors held on 05.08.2019 and whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the director be and is hereby appointed as director of the Company.”

9. To authorize Board of Directors to appoint Branch Auditors and to fix their remuneration by passing the following resolution, with or without modification(s), as an Ordinary Resolution: -

“RESOLVED THAT pursuant to section 143(8) of the Companies Act, 2013, the accounts for the year ending 31st March, 2020 of the Company’s branch offices be audited by such persons, other than the Company’s Auditor, as are qualified for appointment as Auditors of the Company under section 139 of the Companies Act, 2013, and the Board of Directors be and is hereby authorized to appoint such Branch Auditors in consultation with the Company’s Auditor and on such terms and conditions and on such remuneration as may be fixed by the Board.

By the order of the Board
For M/s. KPB Nidhi Limited

Sd/-

K. Muraleedharan
Managing Director
(DIN: 08041126)

Aluva
05.08.2019

Notes: -

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the Company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
3. Notice of this Annual General Meeting, Audited Financial Statements for the Financial Year 2018-19 along with Directors’ Report and Auditors’ Report are available on the website of the Company www.kpbnidhi.com, under ‘Financials’ in ‘Investor Relations’ Menu and also available in ‘Notice’ in Investor Relations.

4. For the convenience of the members and for proper conduct of the meeting, entry to the place of the meeting **will be regulated by the attendance slip**, annexed to the Proxy Form. Members/ Proxies are requested to bring the attendance slip and hand it over at the counters of the venue.
5. **As per the guidelines of Ministry of Corporate Affairs, SEBI and as per Secretarial Standards issued by the Institute of Company Secretaries of India, no gifts/coupons are to be given to the shareholders on the occasion of Annual General Meeting. Hence no gifts will be given to the shareholders during this meeting.**

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

Special Business

Item No. 5

Board of Directors upon recommendation of Nomination and Remuneration Committee, appointed Sri. P. Rajesh as an Additional Director of the Company effective 05th August 2019. Pursuant to the provisions of section 161 of the Companies Act, 2013 and Article 64 of the Articles of Association of the Company, Sri. P. Rajesh will hold office up to the date of ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company.

The Company has received from Sri. P. Rajesh (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Sri. P. Rajesh, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

Sri. P. Rajesh holds 1000 Ordinary (equity) Shares of the Company.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members

Brief Profile of Sri. P Rajesh

Sri. P. Rajesh (43) is a Practising Chartered Accountant since 2005. He is a Partner of M S Padmanabhan & Associates Chartered Accountants, Kottayam. In the past, he worked as a Senior Business Analyst in Ernst & Young, Trivandrum and as a Senior Audit Assistant in Ernst & Young, Muscat. He is graduated from K E College Mannanam.

Directorships and other responsibilities

- Director, VIAS Civil Service Academy.
- State President, EkalGram Sangathan, a society working for the education and upliftment of tribal people across the country under the concept of 'One Teacher Schools'.
- Former District Secretary, Bharatheeya Vichara Kendram
- Director, VSM Hospital, Vaikom
- Director, KPB Chits Pvt Ltd
- Trainer, Win World Foundation
- Trainer, Prasikshan Vibhag, Rastreeya Seva Bharathi
- State Executive Committee member, Chartered Accountants Sevak Sangh
- Member, Hindu Economic Forum, Kottayam

Item No. 6

Board of Directors upon recommendation of Nomination and Remuneration Committee, appointed Sri. Vishnu Prasad B Menon as an Additional Director of the Company effective 05th August 2019. Pursuant to the provisions of section 161 of the Companies Act, 2013 and Article 64 of the Articles of Association of the Company,

Sri. Vishnu Prasad B Menon will hold office up to the date of ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company.

The Company has received from Sri. Vishnu Prasad B Menon (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Sri. Vishnu Prasad B Menon, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

Sri. Vishnu Prasad B Menon holds 18500 Ordinary (equity) Shares of the Company.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members

Brief Profile of Sri. Vishnu Prasad B Menon

Sri. Vishnu Prasad B Menon (48) is a Practicing Chartered Accountant by profession for the past 21 years, and holds the position of Partner of M/s. BALAN & Co., Chartered Accountants, a reputed Auditing and Management Consultancy firm. He is graduated in Mathematics from Union Christian College, Aluva.

Directorships

- KPB Fincare Private Limited
- Gosree Finance Limited
- Ambal Chitties Private Limited
- JC Hrtech Private Limited
- Attukal Devi Institute Of Medical Sciences Limited
- Janam Multimedia Limited

Item No. 7

Board of Directors upon recommendation of Nomination and Remuneration Committee, appointed Sri. K Damodaran as an Additional Director of the Company effective 05th August 2019. Pursuant to the provisions of section 161 of the Companies Act, 2013 and Article 64 of the Articles of Association of the Company, Sri. K Damodaran will hold office up to the date of ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company.

The Company has received from Sri. K Damodaran (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Sri. K Damodaran, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

Sri. K Damodaran holds 20100 Ordinary (equity) Shares of the Company.

The Board recommends the resolution set forth in Item No. 7 for the approval of the Members.

A brief profile of Sri. K Damodaran

Sri. K Damodaran (62) is the Managing Partner of Damodar Architects, Calicut & Kanhangad. He is an architect having 36 years of experience in design and detailing of Residential Commercial and Industrial Projects, including site management. He is an associate member of Indian Institute of Architects and Associate Life Member of Institute of Indian Interior Designers.

Item No. 8

Board of Directors upon recommendation of Nomination and Remuneration Committee, appointed Sri. Vinu Krishnan as an Additional Director of the Company effective 05th August 2019. Pursuant to the provisions of

section 161 of the Companies Act, 2013 and Article 64 of the Articles of Association of the Company, Sri. Vinu Krishnan will hold office up to the date of ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company.

The Company has received from Sri. Vinu Krishnan (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Sri. Vinu Krishnan, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 8 of the Notice.

Sri. Vinu Krishnan does not hold any Ordinary (equity) Shares of the Company.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members.

A brief profile of Sri. Vinu Krishnan

Vinu Krishnan (52) is the Managing Director of KPB Holdings Limited. He has several years of experience in the Banking & Finance Sector as a leading consultant for International firms such as KPMG and Aon Hewitt. He was involved in the setting up of several new private sector banks from 1996 onwards, and later in the merger and consolidation of many private sector banks in India. In the early part of India's internet wave, he set up HolidayIQ.com, which is India's largest travel research site. HolidayIQ was funded by the world's best and largest Venture Capital firms.

He is an Engineering Graduate and completed his Post Graduation in Management from XLRI.

Other Directorships

- KPB Fincare Private Limited
- Viswasanthi Development Foundation
- KPB Digital Private Limited

Item No. 9

The Company has 79 branches in Kerala and may also open new branches in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

The Directors recommend the Resolution No. 9 set out in the Notice for the approval of the Members.

By the order of the Board
For M/s. KPB Nidhi Limited

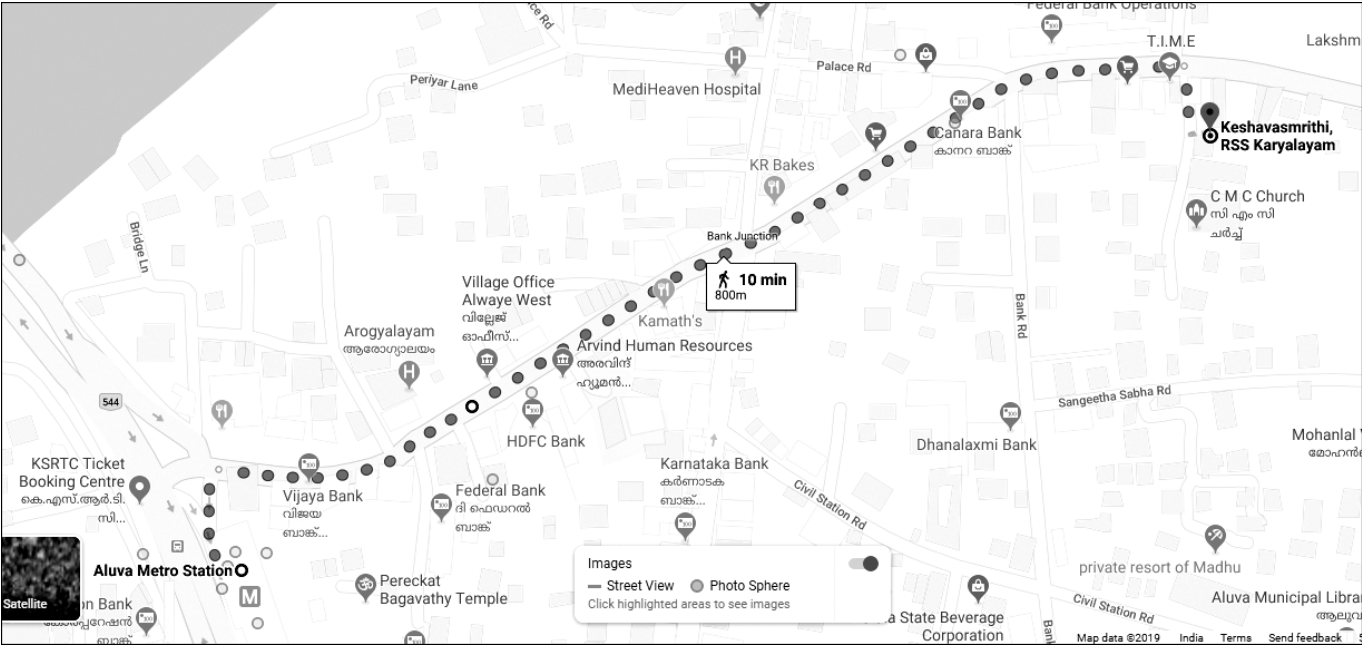
Sd/-

K. Muraleedharan
Managing Director
(DIN: 08041126)

Aluva
05.08.2019

Route Map & Land Mark

Keshavasmrithi, Chithra Lane, Bank Road, Aluva



Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U65991KL1989PLC005448
Name of the Company : **KPB NIDHI LIMITED**
Registered Office : No. VIII/441(1), KPBF MANDIR, SANGEETHA SABHA ROAD, ALUVA - 683101
Name of the Member(s) :
Registered Address :

I/We, being the member (s) of..... shares of the above named company, hereby appoint.

1. Name:
Address:
E-mail Id:
Signature:..... , or failing him
2. Name:
Address:
E-mail Id:
Signature:..... , or failing him
3. Name:
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **30th** Annual general meeting of the company, to be held on the **18th day of September 2019** at 3.30 p.m at 3rd Floor, **Keshavasmrithi**, Chithra Lane, Bank Road, Aluva and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	For	Against
ORDINARY BUSINESS			
1	Adoption of audited financial statements for the financial year ended 31.03.2019 and reports of the Board of Directors and Auditors thereon.		
2	Re-appointment Sri. G. Rajan Nair, (DIN: 00057215), Director who retires by rotation.		
3	Re-appointment Shri. Sri. A.R Mohanan, (DIN: 06817818), Director who retires by rotation.		
4.	Re-appointment of Sri. Damodharan P (ACA Membership No. 221178) Paravattathu Mana, Urakam P.O., Thrissur - 680 562 and Sri. Vinay N Pisharady (ACA Membership No. 233743) Pothiyil Pisharam, Marampilly P.O., Aluva - 683 107 as the Statutory Auditors of the Company.		
SPECIAL BUSINESS			
5	Regularisation of appointment of Sri. P Rajesh as Director to the Board.		
6	Regularisation of appointment of Sri. Vishnu Prasad B Menon as Director to the Board.		
7	Regularisation of appointment of Sri. K Damodaran as Director to the Board.		
8	Regularisation of appointment of Sri. Vinu Krishnan as Director to the Board.		
9	To authorise Board to appoint branch auditors for the Financial Year 2019-20 and to fix their remuneration.		

Signed this..... day of..... 2019.

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Re. 1
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, 48 hours before the commencement of the Meeting.

Attendance Slip

30th Annual General Meeting 18-09-2019

Full Name of shareholder in Block Letters :
Folio No. :
No. of shares held :
Whether Member or Proxy : Member Proxy
E-mail ID :

I hereby record my/our attendance at the 30th Annual General Meeting of the Company on Wednesday, 18th day of September, 2019 at 3rd Floor, **Keshavasmrithi**, Chithra Lane, Bank Road, Aluva 683101 at 3.30 pm.

Signature of Shareholder/Proxy :

Note: Only shareholders of the Company or their proxies will be allowed to attend the Meeting.

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signature registered with the Company. Duplicate slip will not be issued at the entrance to the meeting hall.

BOOK POST

**If Undelivered
Please Return to:**

To,



KPB Nidhi Ltd.

Approved by Govt. of India . ESTD 1989, CIN: U65991KL1989PLC005448

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